

CHAPTER 2

Note: The letter A indicated for a question, exercise, or problem means that the question, exercise, or problem relates to a chapter appendix.

ANSWERS TO QUESTIONS

- 1(J). At the acquisition date, the fair value of the contingent consideration must be recorded on the parent's books regardless of whether stock or cash is used to settle the earnout. Whether contingent consideration (based on stock issuance) is classified as a liability or as equity depends on the characteristics of the earnout. Earnouts that are settled with a fixed number of shares will be classified as equity if the earnout target is based solely on the buyer's operations (which includes the operations of the acquired company) and cannot be based on any external index or comparisons with other companies or industries. If the earnout is settled with a variable number of shares, equity classification is possible if the earnout is based on the parent's stock price. However, if the number of shares offered in the earnout is inversely related to the parent's stock price, the earnout would be classified as a liability. Very few earnouts using stock will qualify for equity classification.

Changes in the value of stock earnouts classified as a liability will be reflected in earnings, while changes in the value of the stock earnouts classified as equity are not remeasured. .

2. Pro forma financial statements (sometimes referred to as "as if" statements) are financial statements that are prepared to show the effect of planned or contemplated transactions.
3. For purposes of the goodwill impairment test, all goodwill must be assigned to a reporting unit. Goodwill impairment for each reporting unit should be tested in a two-step process. In the first step, the fair value of a reporting unit is compared to its carrying amount (goodwill included) at the date of the periodic review. The fair value of the unit may be based on quoted market prices, prices of comparable businesses, or a present value or other valuation technique. If the fair value at the review date is less than the carrying amount, then the second step is necessary. In the second step, the carrying value of the goodwill is compared to its implied fair value. (The calculation of the implied fair value of goodwill used in the impairment test is similar to the method illustrated throughout this chapter for valuing the goodwill at the date of the combination.)
4. The expected increase was due to the elimination of goodwill amortization expense. However, the impairment loss under the new rules was potentially larger than a periodic amortization charge, and this is in fact what materialized within the first year after adoption (a large impairment loss). If there was any initial stock price impact from elimination of goodwill amortization, it was only a short-term or momentum effect. Another issue is how the stock market responds to the goodwill impairment charge. Some users claim that this charge is a non-cash charge and should be disregarded by the market. However, others argue that the charge is an admission that the price paid was too high, and might result in a stock price decline (unless the market had already adjusted for this overpayment prior to the actual writedown).

ANSWERS TO BUSINESS ETHICS CASE

a and b. The board has responsibility to look into anything that might suggest malfeasance or inappropriate conduct. Such incidents might suggest broader problems with integrity, honesty, and judgment. In other words, can you trust any reports from the CEO? If the CEO is not fired, does this send a message to other employees that ethical lapses are okay? Employees might feel that top executives are treated differently.

ANSWERS TO ANALYZING FINANCIAL STATEMENTS EXERCISES

AFS2-1 eBay acquires Skype

(A) Goodwill computation

Acquisition price	\$ 2,593 million
Net tangible and intangible assets	<u>262</u> million
Goodwill	\$ 2,331 million

(B) Factors used to determine if the contingent consideration is part of the exchange or not. (FASB ASC paragraphs 805-10-55-24 and 25)

The acquirer should consider the following if the contingent payments are made to employees or selling shareholders.

1. Is the selling shareholder a continuing employee? If the contingent payment is canceled if the employee's employment is terminated, then the consideration might be post-acquisition compensation for services.
2. If the selling shareholder is a continuing employee and the period of required continuing employment is longer than the contingent payment period, the contingent payments might, in substance, be compensation.
3. If the selling shareholder is a continuing employee and the employee's compensation is reasonable in comparison to other key employees, the contingent payment may indicate additional consideration rather than compensation.
4. If the contingent payment for non-employees is less than the contingent payments for continuing employees, the additional contingent payments for employees may indicate compensation rather than additional consideration.

(C) It is not clear why eBay would settle the earnout for \$530.3 million when the conditions for having to make the additional contingent payments (up to \$1.3 billion) were probably not going to be met. Under current GAAP, if the amount of the contingent payment exceeded the previously expected amount, the difference is reflected in earnings. Under the rules in effect for the Skype transaction the contingent payment was simply an adjustment of goodwill. Because eBay was settling the earnout for approximately a third of the total potential payments indicates that Skype was not performing well. Notice that eBay wrote down \$1.39 billion in goodwill at the same time. One potential reason that eBay might have agreed to the payment is that the former CEO of Skype was stepping down and the contingent payment may have been incentive for him to step down. In addition, the earnout may have prevented eBay from selling Skype.

AFS2-2 eBay Sells Skype eBay's Income Statement	As Reported			Adjustments			Adjusted		
	2007	2008	2009	2007	2008	2009	2007	2008	2009
Net revenues	\$7,672,329	\$8,541,261	\$8,727,362	-364,564	-550,841	-620,403	\$7,307,765	\$7,990,420	\$8,106,959
Cost of net revenues	1,762,972	2,228,069	2,479,762	-337,338	-434,588	-462,701	1,425,634	1,793,481	2,017,061
Gross profit	5,909,357	6,313,192	6,247,600	(27,226)	(116,253)	(157,702)	5,882,131	6,196,939	6,089,898
Operating expenses:									
Sales and marketing	1,882,810	1,881,551	1,885,677				1,882,810	1,881,551	1,885,677
Product development	619,727	725,600	803,070				619,727	725,600	803,070
General & administrative	904,681	998,871	1,418,389			(343,200)	904,681	998,871	1,075,189
Provision for trans. & loan losses	293,917	347,453	382,825				293,917	347,453	382,825
Amortization of acquired intangible assets	204,104	234,916	262,686				204,104	234,916	262,686
Restructuring		49,119	38,187				-	49,119	38,187
Impairment of goodwill	1,390,938			(1,390,938)			-	-	-
Total operating expenses	5,296,177	4,237,510	4,790,834	(1,390,938)		(343,200)	3,905,239	4,237,510	4,447,634
Income from operations	613,180	2,075,682	1,456,766	1,363,712	(116,253)	185,498	1,976,892	1,959,429	1,642,264
Interest and other income	137,671	107,882	1,422,385			(1,400,000)	137,671	107,882	22,385
Income before income taxes	750,851	2,183,564	2,879,151	1,363,712	(116,253)	(1,214,502)	2,114,563	2,067,311	1,664,649
Provision for income taxes	(402,600)	(404,090)	(490,054)						
Net income	\$348,251	\$1,779,474	\$2,389,097						
Ratios	2007	2008	2009				2007	2008	2009
Gross Margin Percentage	77.0%	73.9%	71.6%	7.5%	21.1%	25.4%	80.5%	77.6%	75.1%
Operating Margin Percentage	8.0%	24.3%	16.7%				27.1%	24.5%	20.3%
Income before taxes %	9.8%	25.6%	33.0%				28.9%	25.9%	20.5%

There are four adjustments to eliminate the effect of Skype from eBay's books. First, we eliminate the revenues and the direct expenses

AFS2-2 solution continued:

from each year. We eliminated 100% of Skype's revenues and direct expenses disclosed in the footnotes in 2009 because it was not clear from the disclosure whether those amounts were the amounts included on eBay's statements or whether they were for the entire year. An acceptable solution would be to eliminate 11.5/12 or 95.8%. Second, the impairment of goodwill was added back in 2007. Third, the gain on the sale of \$1.4 million was subtracted from interest and other income in 2009. And finally, the charge from the legal settlement was added back (or subtracted from costs) in 2009.

Performance: Including Skype, eBay's gross margin declined from 77% to 71.6%. Without Skype, the gross margin still declined, but the decline was smaller (80.5% to 75.1%). Including Skype, income before taxes showed a rather large increase in absolute dollars increasing to \$2,879,151 from \$648,251 (283% increase). After Skype is eliminated we find a decreasing trend from \$2,114,563 to 1,664,649 (a 21.3% decline). A similar trend exists for the income before tax as a percentage of revenues. The unadjusted percentage increased from 9.8% to 33% while the adjusted percentage decreased from 28.9% to 20.5%. The most interesting aspect of the numbers is that eBay recorded an impairment charge of \$1.4 million in 2007 and then in 2009 recorded an \$1.4 million gain on the sale.

AFS2-3 Measurement Period Adjustments and Contingent Consideration

A. The measurement period adjustment was made at the end of the year. FASB ASC Topic 805.30.35.1 states that some changes in the fair value of contingent consideration that the acquirer recognizes after the acquisition date may be the result of additional information about facts and circumstances that existed at the acquisition date that the acquirer obtained after that date. Such changes are measurement period adjustments. However, changes resulting from events after the acquisition date, such as meeting an earnings target, reaching a specified share price, or reaching a milestone on a research and development project, are not measurement period adjustments. The company in the problem did not use a measurement adjustment correctly because they state that ‘the initial terms of the agreement have not been met.’ This is clearly an event that occurred after the date of the acquisition. The company should write down the contingent consideration liability to zero and recognize a gain on revaluation. Note that the English was not corrected in the footnote. They meant to write ‘the initial terms of the agreement have not been met,’ but they wrote ‘have not be met’. Does this provide confidence to the user that the numbers presented are correct?

B. The company is silent on the impairment of the intangible assets acquired.

What the company should have recorded:

Contingent consideration	367,500	
Gain on revaluing (IS)		367,500
Impairment loss (IS)	577,500	
Intellectual property		577,500

What the company actually recorded:

Acquisition	Intellectual property	577,500	
Date	Common stock and PIC		210,000
	Contingent consideration		367,500
Measurement	Contingent consideration	376,500	
Period	Goodwill	210,000	
Adjustment	Intellectual property		577,500
Impairment	Impairment loss (IS)	210,000	
	Goodwill		210,000

C. Although the overall impact on net income is the same (a reduction of net income of \$210,000), the company is supposed to estimate the fair value of the contingent consideration each quarter and record the change in income. Using measurement period adjustments to ‘re-write’ history after events occur gives a potentially misleading impression on the performance of the acquisition. Measurement period adjustments are intended to adjust estimation made on the date of acquisition related to better information about circumstances that existed on the date of acquisition, rather than circumstances that arose subsequent to acquisition.

AFS2-4 Emdeon Inc. Acquisition of FVTech (Contingent Consideration)

1. Sellers often keep the cash on the date of the acquisition. Thus, they have incentives to delay payments on debt and to attempt to collect receivables in advance. Including a working capital arrangement helps to mitigate these incentive problems.
2. Contingent consideration is often used to help the acquirer and the acquiree to agree on a selling price. The seller believes the company is worth more because of anticipated future performance and the

acquirer unsure about the exact future performance. However, the acquirer is more willing to pay more for an acquisition if the future performance exceeds some critical level or if certain milestones are met (such as regulatory approval of a drug patent).

The total potential contingent consideration offered is \$40,000; thus the total potential consideration offered is \$60,303 (\$20,005 cash, \$58 working capital settlement, and \$40,000 of contingent consideration). Maximum contingent consideration to total potential consideration offered is 66.3 percent. The fair value of contingent consideration on the date of acquisition is \$14,910 is 37.3 percent of the maximum potential contingent consideration offered (\$14,910/\$40,000). The fair value of contingent consideration on the date of acquisition is 42.6 percent of the total consideration offered on the date of acquisition (\$14,910/\$34,973)/

3. Schedule of changes in fair value for contingent consideration

		<u>After Measurement Period Adjustment</u>			
	<u>1st Qtr</u>	<u>2nd Qtr</u>	<u>3rd Qtr</u>	<u>4th Qtr</u>	
Fair value of contingent consideration					
Beginning of quarter (or DOA)	14,910	13,850	13,850	13,850	
Fair value at the end of quarter	<u>15,200</u>	<u>13,210</u>	<u>11,580</u>	<u>7,170</u>	
Total change in fair value	(290)	640	2,270	6,680	
Previous years (gain) and losses		290	(930)	(2,270)	
Loss on change in fair value	290				
(Gain) on change in fair value	_____	<u>(930)</u>	<u>(1,340)</u>	<u>(4,410)</u>	
Totals	- 0 -	- 0 -	- 0 -	- 0 -	

4. Given that the fair value of the contingent consideration has been decreasing, it becomes less likely that any contingent consideration will be paid. If not, reducing the liability for contingent consideration will result in future gains recorded on the books (In theory, this partially offsets the expected lower earnings.) Gains on reduction in the contingent consideration liability can signal future goodwill impairments.

AFS2-5 Emdeon Inc. Acquisition of FVTech (Contingent Consideration)

1. The company did reassess the fair value estimates of the identifiable net assets but did not provide an adequate description that the transaction resulted in a gain. The company merely restated the definition of a bargain gain (i.e. that the transaction resulted in an excess of the value of the net assets acquired over the purchase price).

2. A bargain purchase might happen, for example, in a business combination that is a forced sale in which the seller is acting under compulsion. Also, sometimes the seller needs quick access to funds and perhaps the number of buyers is limited (such as a bank with weak performance). The FASB has struggled over time with bargain purchases because the FASB believes that the number of bargains should be very small.

3.

Current Assets	24,910
Property, Plant, and Equipmetn	491
Due from Securitization	108,554
Identifiable intangible assets	67,200
Current Liabilities	8,500
Deferred taxes	12,527

Cash	158,901
Gain on bargain purchase	21,227

ANSWERS TO EXERCISES

Exercise 2-1

Part A	Receivables	228,000	
	Inventory	396,000	
	Plant and Equipment	540,000	
	Land	660,000	
	Goodwill (\$2,154,000 - \$1,824,000)	330,000	
	Liabilities		594,000
	Cash		1,560,000
Part B	Receivables	228,000	
	Inventory	396,000	
	Plant and Equipment	540,000	
	Land	660,000	
	Liabilities		594,000
	Cash		990,000
	Gain on Business Combination (\$1,230,000 - \$990,000)		240,000

Exercise 2-2

Cash	\$680,000
Receivables	720,000
Inventories	2,240,000
Plant and Equipment (net) (\$3,840,000 + \$720,000)	4,560,000
Goodwill	<u>120,000</u>
Total Assets	<u>\$8,320,000</u>

Liabilities	1,520,000
Common Stock, \$16 par (\$3,440,000 + (.50 × \$800,000))	3,840,000
Other Contributed Capital (\$400,000 + \$800,000)	1,200,000
Retained Earnings	<u>1,760,000</u>
Total Equities	<u>\$8,320,000</u>

Entries on Petrello Company's books would be:

Cash	200,000	
Receivables	240,000	
Inventory	240,000	
Plant and Equipment	720,000	
Goodwill *	120,000	
Liabilities		320,000
Common Stock (25,000 × \$16)		400,000
Other Contributed Capital (\$48 - \$16) × 25,000		800,000

$$\begin{aligned}
 & * (\$48 \times 25,000) - [(\$1,480,000 - (\$800,000 - \$720,000) - \$320,000)] \\
 & = \$1,200,000 - [\$1,480,000 - \$80,000 - \$320,000] = \$1,200,000 - \$1,080,000 = \$120,000
 \end{aligned}$$

Exercise 2-3

Accounts Receivable	231,000	
Inventory	330,000	
Land	550,000	
Buildings and Equipment	1,144,000	
Goodwill	848,000	
Allowance for Uncollectible Accounts (\$231,000 - \$198,000)		33,000
Current Liabilities		275,000
Bonds Payable		450,000
Premium on Bonds Payable (\$495,000 - \$450,000)		45,000
Preferred Stock (15,000 × \$100)		1,500,000
Common Stock (30,000 × \$10)		300,000
Other Contributed Capital (\$25 - \$10) × 30,000		450,000
Cash		50,000
Cost paid (\$1,500,000 + \$750,000 + \$50,000) =		\$2,300,000
Fair value of net assets (198,000 + 330,000 + 550,000 + 1,144,000 – 275,000 – 495,000) =		<u>1,452,000</u>
Goodwill =		<u><u>\$848,000</u></u>

Exercise 2-4

Cash	96,000	
Receivables	55,200	
Inventory	126,000	
Land	198,000	
Plant and Equipment	466,800	
Goodwill*	137,450	
Accounts Payable		44,400
Bonds Payable		480,000
Premium on Bonds Payable**		45,050
Cash		510,000
** Present value of maturity value, 12 periods @ 4%: $0.6246 \times \$480,000 =$		\$299,808
Present value of interest annuity, 12 periods @ 4%: $9.38507 \times \$24,000 =$		<u>225,242</u>
Total present value		525,050
Par value		<u>480,000</u>
Premium on bonds payable		<u><u>\$ 45,050</u></u>
*Cash paid		\$510,000
Less: Book value of net assets acquired (\$897,600 – \$44,400 – \$480,000)		<u>(373,200)</u>
Excess of cash paid over book value		136,800
Increase in inventory to fair value	(15,600)	
Increase in land to fair value	(28,800)	
Increase in bond to fair value	<u>45,050</u>	
Total increase in net assets to fair value		<u>650</u>
Goodwill		<u><u>\$137,450</u></u>

Exercise 2-5

Part A	Current Assets	960,000	
	Plant and Equipment	1,440,000	
	Goodwill	120,000	
	Liabilities		216,000
	Cash		2,160,000
	Liability for Contingent Consideration		144,000
Part B	Loss on change in Fair Value of Contingent Consideration	56,000	
	Liability for Contingent Consideration		56,000
Part C	Liability for Contingent Consideration	200,000	
	Gain on change in Fair Value of Contingent Consideration		200,000

Exercise 2-6

Part A	Current Assets	960,000	
	Plant and Equipment	1,440,000	
	Goodwill	176,000	
	Liabilities		216,000
	Cash		2,160,000
	Liability for Contingent Consideration		200,000
Part B	Liability for Contingent Consideration	200,000	
	Common Stock (\$10 × 10,000)		100,000
	Paid in Capital – Common Stock		100,000

Platz Company does not adjust the original amount recorded as equity.

Exercise 2-7

1. (c)	Cost (8,000 shares @ \$30)	\$240,000
	Fair value of net assets acquired	<u>228,800</u>
	Excess of cost over fair value (goodwill)	<u>\$ 11,200</u>
2. (c)	Cost (8,000 shares @ \$30)	\$240,000
	Fair value of net assets acquired (\$90,000 + \$242,000 – \$56,000)	<u>276,000</u>
	Excess of fair value over cost (gain)	<u>\$ 36,000</u>

Exercise 2-8

Current Assets	362,000
Long-term Assets (\$1,890,000 + \$20,000) + (\$98,000 + \$5,000)	2,013,000

Goodwill *	395,000	
Liabilities		119,000
Long-term Debt		491,000
Common Stock (144,000 × \$5)		720,000
Other Contributed Capital (144,000 × (\$15 - \$5))		1,440,000

$$* (144,000 \times \$15) - [\$362,000 + \$2,013,000 - (\$119,000 + \$491,000)] = \$395,000$$

$$\text{Total shares issued} \left(\frac{\$700,000}{\$5} + \frac{\$20,000}{\$5} \right) = 144,000$$

$$\text{Fair value of stock issued} (144,000 \times \$15) = \$2,160,000$$

Exercise 2-9

Case A

Cost (Purchase Price)	\$130,000
Less: Fair Value of Net Assets	<u>120,000</u>
Goodwill	\$ 10,000

Case B

Cost (Purchase Price)	\$110,000
Less: Fair Value of Net Assets	<u>90,000</u>
Goodwill	\$ 20,000

Case C

Cost (Purchase Price)	\$15,000
Less: Fair Value of Net Assets	<u>20,000</u>
Gain	(\$ 5,000)

	Assets			Liabilities	Retained Earnings (Gain)
	Goodwill	Current Assets	Long-Lived Assets		
Case A	\$10,000	\$20,000	\$130,000	\$30,000	0
Case B	20,000	30,000	80,000	20,000	0
Case C	0	20,000	40,000	40,000	5,000

Exercise 2-10**Part A.**

2014: Step 1:	Fair value of the reporting unit	\$400,000
	<u>Carrying value of unit:</u>	
	Carrying value of identifiable net assets	\$330,000
	Carrying value of goodwill (\$450,000 - \$375,000)	<u>75,000</u>
		<u>405,000</u>
	Excess of carrying value over fair value	\$ 5,000

The excess of carrying value over fair value means that step 2 is required.

Step 2:	Fair value of the reporting unit	\$400,000
	Fair value of identifiable net assets	<u>340,000</u>
	Implied value of goodwill	60,000
	Recorded value of goodwill (\$450,000 - \$375,000)	<u>75,000</u>
	Impairment loss	\$ 15,000

2015: Step 1:	Fair value of the reporting unit	\$400,000
	<u>Carrying value of unit:</u>	
	Carrying value of identifiable net assets	\$320,000
	Carrying value of goodwill (\$75,000 - \$15,000)	<u>60,000</u>
		<u>380,000</u>
	Excess of fair value over carrying value	<u>\$ 20,000</u>

The excess of fair value over carrying value means that step 2 is **not** required.

2016: Step 1:	Fair value of the reporting unit	\$350,000
	<u>Carrying value of unit:</u>	
	Carrying value of identifiable net assets	\$300,000
	Carrying value of goodwill (\$75,000 - \$15,000)	<u>60,000</u>
		<u>360,000</u>
	Excess of carrying value over fair value	<u>\$ 10,000</u>

The excess of carrying value over fair value means that step 2 is required.

Step 2:	Fair value of the reporting unit	\$350,000
	Fair value of identifiable net assets	<u>325,000</u>
	Implied value of goodwill	25,000
	Recorded value of goodwill (\$75,000 - \$15,000)	<u>60,000</u>
	Impairment loss	<u>\$ 35,000</u>

Part B.

2014:	Impairment Loss—Goodwill Goodwill	15,000	15,000
2015:	No entry		
2016:	Impairment Loss—Goodwill Goodwill	35,000	35,000

Part C.

SFAS No. 142 specifies the presentation of goodwill in the balance sheet and income statement (if impairment occurs) as follows:

- The aggregate amount of goodwill should be a separate line item in the balance sheet.
- The aggregate amount of losses from goodwill impairment should be shown as a separate line item in the operating section of the income statement unless some of the impairment is associated with a discontinued operation (in which case it is shown net-of-tax in the discontinued operation section).

Part D.

In a period in which an impairment loss occurs, *SFAS No. 142* mandates the following disclosures in the notes:

- (1) A description of the facts and circumstances leading to the impairment;
- (2) The amount of the impairment loss and the method of determining the fair value of the reporting unit;
- (3) The nature and amounts of any adjustments made to impairment estimates from earlier periods, if significant.

Exercise 2-11

a. Fair Value of Identifiable Net Assets

Book values \$500,000 – \$100,000 =	\$400,000
Write up of Inventory and Equipment:	
(\$20,000 + \$30,000) =	<u>50,000</u>
Purchase price above which goodwill would result	\$450,000

- Equipment would not be written down, regardless of the purchase price, unless it was reviewed and determined to be overvalued originally.
- A gain would be shown if the purchase price was below \$450,000.
- Anything below \$450,000 is technically considered a bargain.
- Goodwill would be \$50,000 at a purchase price of \$500,000 or (\$450,000 + \$50,000).

Exercise 2-12A

Cash	20,000	
Accounts Receivable	112,000	
Inventory	134,000	
Land	55,000	
Plant Assets	463,000	
Discount on Bonds Payable	20,000	
Goodwill*	127,200	
Allowance for Uncollectible Accounts		10,000
Accounts Payable		54,000
Bonds Payable		200,000
Deferred Income Tax Liability		67,200
Cash		600,000
Cost of acquisition		\$600,000
Book value of net assets acquired (\$80,000 + \$132,000 + \$160,000)		<u>372,000</u>
Difference between cost and book value		228,000
Allocated to:		
Increase inventory, land, and plant assets to fair value (\$52,000 + \$25,000 + \$71,000)	(148,000)	
Decrease bonds payable to fair value	(20,000)	
Establish deferred income tax liability (\$168,000 × 40%)		<u>67,200</u>
Balance assigned to goodwill		<u>\$127,200</u>

ANSWERS TO ASC (Accounting Standards Codification) EXERCISES

ASC2-1 Presentation Does current GAAP require that the information on the income statement be reported in chronological order with the most recent year listed first, or is the reverse order acceptable as well?

Alternative one:

Step 1: In the search box on the home page, enter 'chronological order'.

Step 2: Two results are obtained.

Alternative two:

Step 1: Use the drop-down menus under the 'presentation' general topic on the homepage and choose 'Presentation of financial statements'; then under the second drop-down menu, choose '10-overall'.

Step 2: Click on the 'Expand' option and scroll through the topics looking for 'chronological order'.

The very last line is SAB Topic 11.E Chronological Ordering of Data.

FASB ASC 205-10-S99-9 under SEC guidance indicates that the SEC staff have not preference in what order the data are presented (e.g., the most current data displayed first, etc.) as long as all schedules in the report are ordered in the same chronological order.

ASC2-2 General Principles In the 1990s, the pooling of interest method was a preferred method of accounting for consolidations by many managers because of the creation of instant earnings if the acquisition occurred late in the year. Can the firms that used pooling of interest in the 1990s continue to use the method for those earlier consolidations, or were they required to adopt the new standards for previous business combinations retroactively?

This issue is related to whether the rules for pooling of interest have been grandfathered or not.

Alternative one:

Step 1: Below the search box on the home page, click on ‘advanced search.’ Enter ‘Pooling of interests’ in the text/keyword box and click on exact phrase.

Step 2: Three results are obtained and the first alternative is the correct answer.

Alternative two:

Step 1: Use the drop-down menus under the ‘General Principles’ general topic on the homepage and choose ‘Generally Accepted Accounting Principles’; then under the second drop-down menu, choose ‘10-overall’.

Step 2: Section 70 is always the section for grandfathered guidance.

FASB ASC subparagraph 105-10-70-2(a) lists pooling of interests is listed as a grandfathered method.

ASC2-3 Glossary What instruments qualify as cash equivalents?

On the Codification homepage, click on ‘Master Glossary’ in the left-hand column. In the ‘glossary term quick find’ menu type ‘cash equivalent’ and hit return.

Cash equivalents are short-term, highly liquid investments that have both of the following characteristics:

- a. Readily convertible to known amounts of cash
- b. So near their maturity that they present insignificant risk of changes in value because of changes in interest rates.

ASC2-4 Overview If guidance for a transaction is not specifically addressed in the Codification, what is the appropriate procedure to follow in identifying the proper accounting?

The topic that established the Codification as authoritative GAAP is Topic 105.

Step 1: Use the drop-down menus under the ‘General Principles’ general topic on the homepage and choose ‘Generally Accepted Accounting Principles’; then under the second drop-down menu, choose ‘10-overall’.

Step 2: click on the red ‘Join all Sections’ button. Scroll through the paragraphs.

FASB ASC paragraph 105-10-05-2 states that if the guidance for a transaction or event is not specified within a source of authoritative GAAP for that entity, an entity shall first consider accounting principles for similar transactions or events within a source of authoritative GAAP for that entity and then consider nonauthoritative guidance from other sources.

ASC2-5 General List all the topics found under General Topic 200—Presentation (*Hint:* There are 15 topics).

Presentation

205	Presentation of Financial Statements
210	Balance Sheet
215	Statement of Shareholder Equity
220	Comprehensive Income
225	Income Statement
230	Statement of Cash Flows
235	Notes to Financial Statements
250	Accounting Changes and Error Corrections
255	Changing Prices
260	Earnings Per Share
270	Interim Reporting
272	Limited Liability Entities
274	Personal Financial Statements
275	Risks and Uncertainties
280	Segment Reporting

ASC2-6 Cross-Reference The rules providing accounting guidance on subsequent events were originally listed in *FASB Statement No. 165*. Where is this information located in the Codification? List all the topics and subtopics in the Codification where this information can be found (i.e., ASC XXX-XX).

Step 1: Choose the cross reference tab on the opening page of the Codification.

Step 2: Use the 'By Standard' drop down menu. Choose FAS as the standard type and 165 as the standard number. Click on 'Generate Report.'

FASB ASC subtopic 855-10 [, Subsequent Events – Overall]

ASC2-7 Overview Distinguish between an asset acquisition and the acquisition of a business.

This is a more difficult issue to find.

Alternative one:

Step 1: Below the search box on the home page, click on 'advanced search.' Enter 'asset acquisition' in the text/keyword box and click on exact phrase.

Step 2: Sixteen results are obtained. You can narrow the search by clicking on 'business combinations' in the Narrow by related term section. Then, notice that the section on 'related issues' seems to be where acquisition of assets rather than a business is located.

FASB ASC paragraph 805-50-05-3 states that the guidance in the 'acquisition of assets rather than a business' subsections address transactions in which the assets acquired and liabilities assumed do not constitute a business. A business is considered an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs, or other economic benefits directly to investors or other owners, members, or participants.

Alternative two:

Step 1: Use the drop-down menus under the 'Broad Transactions' general topic on the homepage and choose 'Business Combinations'; then under the second drop-down menu, choose '10-overall'. Expand the sections. Since nothing is listed related to the search, go to the scope section (805-10-15). FASB ASC subparagraph 805-10-15-4(b) tells you the scope of section 10 does not cover asset acquisitions.

Step 2: Go back and search for 'asset acquisition'.

ASC2-8 Measurement GAAP requires that firms test for goodwill impairment on an annual basis. One reporting unit performs the impairment test during January while a second reporting unit performs the impairment test during July. If the firm reports annual results on a calendar basis, is this acceptable under GAAP?

This can be a difficult issue to find depending on the student's knowledge of goodwill. If a general search is used with the term 'goodwill impairment' the correct section can be found. The student must be aware that 'subsequent measurement' would be related to impairment testing of goodwill since impairment tests are subsequent measurements of goodwill. However, since the correct paragraph is paragraph 28, a lot of scrolling is needed.

Alternative two

Step 1: Use the drop-down menus under the 'Assets' general topic on the homepage and choose '350 – Intangibles-Goodwill and other'; then under the second drop-down menu, choose '20-Goodwill'. Expand the sections. Since nothing is listed related to the search, go to the scope section (805-10-15). FASB ASC subparagraph 805-10-15-4(b) tells you the scope of section 10 does not cover asset acquisitions.

Step 2: click on subsequent measurement and click on 'expand' topics. One of the topics is 'when to test goodwill impairment'.

FASB ASC paragraph 350-20-35-28 states that different reporting units may be tested for impairment at different times.

ANSWERS TO PROBLEMS**Problem 2-1**

Current Assets	85,000	
Plant and Equipment	150,000	
Goodwill*	100,000	
Liabilities		35,000
Common Stock [(20,000 shares @ \$10/share)]		200,000
Other Contributed Capital [(20,000 × (\$15 – \$10))]		100,000
Acquisition Costs Expense	20,000	
Cash		20,000
Other Contributed Capital	6,000	
Cash		6,000
To record the direct acquisition costs and stock issue costs		

* Goodwill = Excess of Consideration of \$335,000 (stock valued at \$300,000 plus debt assumed of \$35,000) over Fair Value of Identifiable Assets of \$235,000 (total assets of \$225,000 plus PPE fair value adjustment of \$10,000)

Problem 2-2

Acme Company
Balance Sheet
October 1, 2011
(000)

Part A.

Assets (except goodwill) ($\$3,900 + \$9,000 + \$1,300$)		\$14,200
Goodwill (1)		<u>1,160</u>
Total Assets		<u>\$15,360</u>
Liabilities ($\$2,030 + \$2,200 + \$260$)		\$4,490
Common Stock ($180 \times \$20$) + \$2,000		5,600
Other Contributed Capital ($180 \times (\$50 - \$20)$)		5,400
Retained Earnings		<u>(130)</u>
Total Liabilities and Equity		<u>\$15,360</u>
(1) Cost ($180 \times \$50$)		\$9,000
Fair value of net assets acquired:		
Fair value of assets of Baltic and Colt	\$10,300	
Less liabilities assumed	<u>2,460</u>	<u>7,840</u>
Goodwill		<u>\$1,160</u>

Problem 2-2 (continued)

Part B.

Baltic

2015: **Step1:** Fair value of the reporting unit \$6,500,000

Carrying value of unit:

Carrying value of identifiable net assets 6,340,000

Carrying value of goodwill 200,000*

Total carrying value 6,540,000

*[(140,000 x \$50) – (\$9,000,000 – \$2,200,000)]

The excess of carrying value over fair value means that step 2 is required.

Step 2: Fair value of the reporting unit \$6,500,000

Fair value of identifiable net assets 6,350,000

Implied value of goodwill 150,000

Recorded value of goodwill 200,000

Impairment loss \$ 50,000

(because \$150,000 < \$200,000)

Colt

2015: **Step1:** Fair value of the reporting unit \$1,900,000

Carrying value of unit:

Carrying value of identifiable net assets \$1,200,000

Carrying value of goodwill 960,000*

Total carrying value 2,160,000

*[(40,000 x \$50) – (\$1,300,000 – \$260,000)]

The excess of carrying value over fair value means that step 2 is required.

Step 2: Fair value of the reporting unit \$1,900,000

Fair value of identifiable net assets 1,000,000

Implied value of goodwill 900,000

Recorded value of goodwill 960,000

Impairment loss \$ 60,000

(because \$900,000 < \$960,000)

Total impairment loss is \$110,000.

Journal entry:

Impairment Loss	\$110,000
Goodwill	\$110,000

Problem 2-3

Present value of maturity value, 20 periods @ 6%: $0.3118 \times \$600,000 =$	\$187,080
Present value of interest annuity, 20 periods @ 6%: $11.46992 \times \$30,000 =$	<u>344,098</u>
Total Present value	531,178
Par value	<u>600,000</u>
Discount on bonds payable	<u><u>\$68,822</u></u>

Cash	114,000
Accounts Receivable	135,000
Inventory	310,000
Land	315,000
Buildings	54,900
Equipment	39,450
Bond Discount (\$40,000 + \$68,822)	108,822
Current Liabilities	95,300
Bonds Payable (\$300,000 + \$600,000)	900,000
Gain on Purchase of Business	81,872

Computation of Excess of Net Assets Received Over Cost

Cost (Purchase Price) (\$531,178 plus liabilities assumed of \$95,300 and \$260,000)	\$886,478
Less: Total fair value of assets received	<u>\$968,350</u>
Excess of fair value of net assets over cost	<u><u>(\$ 81,872)</u></u>

Problem 2-4

Part A January 1, 2014

Accounts Receivable	72,000
Inventory	99,000
Land	162,000
Buildings	450,000
Equipment	288,000
Goodwill*	19,000
Allowance for Uncollectible Accounts	7,000
Accounts Payable	83,000
Note Payable	180,000
Cash	720,000
Liability for Contingent Consideration	100,000

***Computation of Goodwill**

Consideration paid (\$720,000 + \$100,000)	\$820,000
Total fair value of net assets acquired (\$1,064,000 - \$263,000)	<u>801,000</u>
Goodwill	<u><u>\$ 19,000</u></u>

Problem 2-4 (continued)**Part B** January 2, 2013

Loss on Change in Fair Value of Contingent Consideration	20,000	
Liability for Contingent Consideration		20,000

Part C January 2, 2013

Liability for Contingent Consideration	120,000	
Gain from Change in Fair Value of Contingent Consideration		135,000

Problem 2-5

Pepper Company
Pro Forma Balance Sheet
Giving Effect to Proposed Issue of Common Stock and Note Payable for
All of the Common Stock of Salt Company under Purchase Accounting
December 31, 2013

	<u>Audited Balance Sheet</u>	<u>Adjustments</u>	<u>Pro Forma Balance Sheet</u>
Cash	\$180,000	405,000	\$585,000
Receivables	230,000	(60,000) }	287,000
		117,000 }	
Inventories	231,400	134,000	365,400
Plant Assets	1,236,500	905,000 (1)	2,141,500
Goodwill		181,500	181,500
Total Assets	<u>\$1,877,900</u>		<u>\$3,560,400</u>
Accounts Payable	\$255,900	(60,000) }	\$375,900
		180,000 }	
Notes Payable, 8%	0	300,000	300,000
Mortgage Payable	180,000	152,500	332,500
Common Stock, \$20 par	900,000	600,000	1,500,000
Additional Paid-in Capital	270,000	510,000 (2)	780,000
Retained Earnings	<u>272,000</u>		<u>272,000</u>
Total Liabilities and Equity	<u>\$1,877,900</u>		<u>\$3,560,400</u>

Problem 2-5 (continued)**Change in Cash**

Cash from stock issue ($\$37 \times 30,000$)	\$1,110,000
Less: Cash paid for acquisition	(800,000)
Plus: Cash acquired in acquisition	<u>95,000</u>
Total change in cash	<u>\$ 405,000</u>

Goodwill:

Cost of acquisition	\$1,100,000
Net assets acquired ($\$340,000 + \$179,500 + \$184,000$)	<u>703,500</u>
Excess cost over net assets acquired	\$396,500
Assigned to plant assets	<u>215,000</u>
Goodwill	<u>\$ 181,500</u>

$$(1) \$690,000 + \$215,000 \quad (2) (\$37 - \$20) \times 30,000$$

Problem 2-6**Ping Company****Pro Forma Income Statement for the Year 2014**

Assuming a Merger of Ping Company and Spalding Company

Sales (1)		\$6,345,972
Cost of goods sold:		
Fixed Costs (2)	\$824,706	
Variable Costs (3)	<u>2,464,095</u>	<u>3,288,801</u>
Gross Margin		3,057,171
Selling Expenses (4)	\$785,910	
Other Expenses (5)	<u>319,310</u>	<u>1,105,220</u>
Net Income		<u>\$1,951,951</u>

$$\frac{\$1,951,951 - (\$952,640 + \$499,900)}{0.20} = \frac{\$499,411}{0.20} = \$2,497,055$$

Since \$2,497,055 is greater than \$1,800,000 Ping should buy Spalding.

$$(1) \$3,510,100 + \$2,365,800 = \$5,875,900 \times 1.2 \times .9 = \$6,345,972$$

$$(2) (\$1,752,360 \times .30) + (\$1,423,800 \times .30 \times .70) = \$824,706$$

$$(3) \$1,752,360 \times .70 \times \frac{\$5,875,900 \times 1.2}{\$3,510,100} = \$2,464,095$$

$$(4) (\$632,500 + \$292,100) \times .85 = \$785,910$$

$$(5) \$172,600 \times 1.85 = \$319,310$$

Problem 2-7A

Part A	Receivables	125,000	
	Inventory	195,000	
	Land	120,000	
	Plant Assets	567,000	
	Patents	200,000	
	Deferred Tax Asset ($\$60,000 \times 35\%$)	21,000	
	Goodwill*	154,775	
	Current Liabilities		89,500
	Bonds Payable		300,000
	Premium on Bonds Payable		60,000
	Deferred Tax Liability		93,275
	Common Stock ($30,000 \times \$2$)		60,000
	Other Contributed Capital ($30,000 \times \$26$)		780,000

Cost of acquisition ($30,000 \times \$28$)	\$840,000
Book value of net assets acquired ($\$120,000 + \$164,000 + \$267,000$)	<u>551,000</u>
Difference between cost and book value	289,000
Allocated to:	
Increase inventory, land, plant assets, and patents to fair value	(266,500)
Deferred income tax liability ($35\% \times \$266,500$)	93,275
Increase bonds payable to fair value	60,000
Deferred income tax asset ($35\% \times \$60,000$)	<u>(21,000)</u>
Balance assigned to goodwill	<u>\$154,775</u>

Part B	Income Tax Expense (Balancing amount)	148,006	
	Deferred Tax Liability ($\$51,125 \times 35\%$)*	17,894	
	Deferred Tax Asset ($\$6,000 \times 35\%$)		2,100
	Income Tax Payable ($\$468,000 \times 35\%$)		163,800

* Inventory:	\$28,000
Plant Assets, $\frac{\$100,000}{10}$	10,000
Patents, $\frac{\$105,000}{8}$	<u>13,125</u>
Total	<u>\$51,125</u>